

BY-LAWS OF THE HYANNIS ROTARY CHARITABLE AND EDUCATIONAL ASSOCIATION, INC.

ARTICLE 1 – NAME

This Association shall be known as the Hyannis Rotary Charitable and Educational Association, Inc.

ARTICLE 2 –OBJECT

The object of the Hyannis Rotary Charitable and Educational Association, Inc. is to assist worthy and indigent persons and charitable institutions, and to render assistance to individuals and institutions in charitable and educational matters.

ARTICLE 3 - NATURE OF THE ORGANIZATION

The Hyannis Rotary Charitable and Educational Association, Inc. shall have no capital stock, but the necessary funds for operation shall be provided in such manner as the Directors shall determine or may arrange. Its business shall be conducted without profit to its members.

ARTICLE 4 – MEMBERSHIP

The membership of the Hyannis Rotary Charitable and Educational Association, Inc. shall be formed from members of the Rotary Club of Hyannis only.

ARTICLE 5 – OFFICERS AND THEIR ELECTION

Section 1

The officers of the Corporation shall be elected from the membership of the Rotary Club of Hyannis and shall consist of a President, Vice-President, Treasurer, and Clerk, who shall be directors, and six additional directors. The President of the Hyannis Rotary Charitable and Educational Association, Inc. shall be any past President of the Rotary Club of Hyannis; the Vice-President will be the current President of the Rotary Club of Hyannis. The Treasurer and Clerk shall be the Treasurer and Assistant Treasurer of the Rotary Club of Hyannis. Of the six (6) additional directors, there shall be elected to the Board of Directors one other member of the Hyannis Rotary Club who is not otherwise an officer or director thereof.

Section 2

Immediately after the election of the Directors at any Annual Meeting or at any special meeting held in lieu thereof, the newly elected Board of Directors shall meet for the induction

of officers. NO notice of such meeting shall be necessary and the meeting shall be held before July 31. The meeting shall be called by the current President.

Section 3

Any member of the Rotary club of Hyannis in good standing may become a member of the Corporation by subscribing to its by-laws and regulations, and may remain a member of the Corporation so long as only as he/she is a member of said Rotary Club.

Section 4

The President of the Corporation shall appoint a Nominating Committee to report at the time of the Annual Meeting. Nothing herein contained shall be construed as preventing members of the corporation from making nominations from the floor.

ARTICLE 6 – BOARD OF DIRECTORS

The Board of Directors shall consist often (10) members including President, Vice-President, Treasurer, and Clerk. Four (4) of the ten (10) members shall be President of the Rotary Club of Hyannis acting as the Vice-President, and any past President of the Rotary Club of Hyannis acting as President of the Hyannis Rotary Charitable and Educational Association, Inc.

The Treasurer of the Rotary Club of Hyannis shall be the Treasurer of the Hyannis Rotary Charitable and Educational Association, Inc. The Assistant Treasurer of the Rotary Club of Hyannis shall be the Clerk of the Hyannis Rotary Charitable and Educational Association, Inc.

Five (5) of the remaining six (6) members of the Board of Directors shall consist of the following Directors/Chairs as appointed each year or on occasion by the President of the Rotary Club of Hyannis: Director of Service Projects Committee, Chair of Community Development Committee, Chair of Human Development Committee, Chair of Scholarship Committee, and Chair of the International Projects Committee. The sixth and final remaining member of the Board of Directors shall be elected at large by the Rotary Club of Hyannis in a manner consistent with the election of Directors as set forth in the By-laws of the Rotary Club of Hyannis.

The Board of Directors shall have the general management, control and direction of all the business and affairs of the Corporations and all its trusts and undertakings, with full power to make all investments and transfer all real and personal property belonging to or in charge or control of the Corporation. The Board of Directors may pass such votes as they deem for the best interest of the Corporation. The Board of Directors shall prescribe the duties of the officers of the Corporation, fix salaries, and require satisfactory bonds from the Treasurer and from such other officers and agents of the Corporation as they see fit.

The Board of Directors shall have the power in its discretion to appoint and remove such agents, employees, or officers, permanent or temporary as may be required for the transaction of the business of the Corporation, and may fill vacancies in their positions and prescribe their duties. The Board of Directors may authorize the President, Vice-President, or Treasurer, at any time, to execute and acknowledge any deed of real estate or lease, or any instrument in writing, as they may see fit. The Directors shall have the power to determine upon the form of certificate of membership in the corporation, and of the transfer thereof, and upon a corporate seal; and to make further rules and regulations for their own government and the transaction of business not inconsistent with these bylaws.

There shall be a meeting of the Board of Directors for the transaction of business quarterly, and as much oftener as may be found necessary or upon the call of the President or three (3) Directors. Six (6) Directors shall constitute a quorum for the transaction of business, and two days notice of all meetings shall be given. Meetings of the Board of Directors may be held at any time and in any place by waiver of notice signed by all Directors in writing.

Any vacancies in officers or directors occurring in the intervals between Annual Meetings, by death, resignation, and disqualification or otherwise may be filled by the remaining directors.

ARTICLE 7 – DUTIES OF OFFICERS - PRESIDENT

The President shall preside at all meetings of the members and of the Board of Directors. If he/she is not present, the Vice-President shall preside. The President shall perform all other duties incident to his office or prescribed by vote of the members of the Corporation or of the Board of Directors. He/She shall be an ex-officio member of every committee of the corporation and shall exercise such general direction and supervision of the business of the corporation as its interest and security may require.

ARTICLE 8 – DUTIES OF OFFICERS - VICE-PRESIDENT

The Vice-President shall be vested with all powers and shall perform all the duties of the President in his/her absence or disability.

ARTICLE 9 – DUTIES OF OFFICERS - TREASURER

The Treasurer shall receive and disburse all monies of the Corporation, shall keep accurate accounts of all transactions of the Corporation which shall always be open to the inspection of the Directors. He/She shall sign in behalf of the Corporation all commercial paper, and shall perform such other duties as shall from time to time be prescribed by the Board of Directors.

In the absence or disability of the Treasurer, the Board of Directors may designate some person with power to act in his/her stead. If required by the Board of Directors, he/she shall give bond, to be approved by the Board of Directors for the faithful performance of his/her duties and to insure the Corporation from financial loss. At the expiration of his/her term of office, he/she shall immediately deliver to his/her successor all monies, property, books,

Amended by vote of the members of the Hyannis Rotary Charitable and Educational Association, Inc. at a meeting held on
June 7, 2012.

memoranda, records and all writings and documents pertaining to the office of Treasurer or belonging to the Corporation.

ARTICLE 10 – DUTIES OF OFFICERS - CLERK

The Clerk shall keep correct records of all meetings of the members and the Board of Directors and shall give notice of all such meetings, and shall be sworn to the faithful and impartial performance of his/her duties. At the expiration of his/her term of office, he/she shall immediately deliver to his/her successor all books, records, memoranda and all property or documents of value or pertaining to the office of Clerk, in his/her possession, belonging to the Corporation.

ARTICLE 11 – MEETINGS

Section 1

The Annual Meeting of the Corporation shall be held on the last Thursday of July in Hyannis, County of Barnstable, and Commonwealth of Massachusetts, at such place and hour as may be stated in the notice of said meeting.

Section 2

The President of the corporation, when requested by three (3) Directors or ten (10) members of the Rotary Club of Hyannis, shall call special meetings of the members at such time and place as may be stated in a notice of said meeting.

Section 3

The Clerk shall give notice in writing of all meetings by mailing a copy thereof to every member at his last known address seven (7) days before the time of the meeting.

Section 4

Meetings may be held at any time by each member of the Corporation signing a waiver of notice in writing.

ARTICLE 12 – QUORUM

Section 1

Fourteen members of the Rotary Club of Hyannis shall be required for meeting of the membership of the Corporation and six (6) members shall be required for a meeting of the Board of Directors.

Section 2

Amended by vote of the members of the Hyannis Rotary Charitable and Educational Association, Inc. at a meeting held on June 7, 2012.

There shall be no voting by proxy.

ARTICLE 13 – FISCAL YEAR

The fiscal year of the Corporation shall be from July first to June thirtieth, both inclusive.

ARTICLE 14 – USE OF FUNDS

Section 1

It is the intent of the Hyannis Rotary Charitable and Educational Association, Inc. that the principal shall not be used for charitable, education, or any other purpose. It is further intended that the principal shall be added to whenever possible. Income from the fund may be used as the Hyannis Rotary Charitable and Educational Association, Inc. deems desirable. For the purpose of this section, the term “income” may include all monies distributed to the Hyannis Rotary Charitable and Educational Association, Inc. from the Rotary Club of Hyannis.

Section 2

Any person or persons who contributes a minimum of four thousand dollars (\$4,000.00) to the Hyannis Rotary Charitable and Educational Association, Inc. principal fund shall be entitled to identify that sum by name. It being understood, however, that these monies become a part of the general Charitable and Educational fund and as such will be administered by the directors of the Association as outlined in these by-laws.

ARTICLE 15 – AMENDMENTS

These by-laws may be amended at any regular or special meeting of the members of the Corporation called for that purpose by three- fourths of the qualified voters present, voting in the affirmative, provided that written notice shall have previously been given to each member of the Rotary Club of Hyannis, setting forth the proposed amendment at least seven (7) days before said meeting.